

Hearing Date and Time: February 25, 2010 at 10:00 a.m.
Objection Deadline: February 18, 2010 at 4:00 p.m.

ILENE J. FELDMAN, ESQ., LLC
Ilene J. Feldman (IF1045)
325 Reef Road, Suite 105
P.O. Box 1639
Fairfield, CT 06825
(203) 254.2277 (phone)
(203) 256.3333 (fax)
collinsfeldman@aol.com

Attorneys for UNION PACIFIC RAILROAD COMPANY

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors,	:	(Jointly Administered)
	:	
-----X		

UNION PACIFIC RAILROAD COMPANY'S RESPONSE TO REORGANIZED DEBTORS'
FORTY-THIRD OMNIBUS OBJECTION PURSUANT TO 11 U.S.C. §503(b) AND FED.R.BANKR.P.
3007 TO (1) EXPUNGE CERTAIN ADMINISTRATIVE EXPENSE (A) SEVERANCE CLAIMS, (B)
BOOKS AND RECORDS CLAIMS, (C) DUPLICATE CLAIMS, (D) EQUITY INTERESTS, (E)
PREPETITION CLAIMS, (F) INSUFFICIENTLY DOCUMENTED CLAIMS, (G) PENSION,
BENEFIT, AND OPEB CLAIMS, (H) WORKERS' COMPENSATION CLAIMS, AND (I)
TRANSFERRED WORKERS' COMPENSTATION CLAIMS, (II) MODIFY AND
ALLOW CERTAIN ADMINISTRATIVE EXPENSE SEVERANCE CLAIMS, AND
(III) ALLOW CERTAIN ADMINISTRATIVE EXPENSE SEVERANCE CLAIMS

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Union Pacific Railroad Company ("Union Pacific"), by and through its attorneys, submits its
Response to Reorganized Debtors' Forty-Third Omnibus Objection Pursuant to 11 U.S.C. §503(b) and
Fed.R.Bankr.P. 3007 to (1) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books
and Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently
Documented Claims, (G) Pension, Benefit, and OPEB Claims, (H) Workers' Compensation Claims, and
(I) Transferred Workers' Compensation Claims, (II) Modify and Allow Certain Administrative Expense

Severance Claims, (II) Modify and Allow Certain Administrative Expense Severance Claims, and (III) Allow Certain Administrative Expense Severance Claims (the “Objection”) in which Reorganized Debtors object to Union Pacific’s Administrative Expense Claim Request dated July 1, 2009 and identified by Reorganized Debtor as Claim No. 17882 (“Union Pacific’s Claim”), alleging that it is not supported by the Reorganized Debtors’ books and records. For the reasons more fully enumerated herein, Reorganized Debtors’ Objection as to Union Pacific’s Claim should be overruled.

Background

1. From October 8, 2005 through June 1, 2009, Union Pacific provided Reorganized Debtors and/or its predecessor companies (hereinafter collectively referred to as “Reorganized Debtors”) rail transportation services and/or accessorial rail transportation services for shipments of auto parts and/or other items being transported from various points in the United States to Mexico. In addition to freight transportation of railcars, Union Pacific provided a variety of accessorial services to Reorganized Debtors, including switching of railcars, demurrage, special switching services, despacho previo, and diversion of railcars. The value of the services provided by Union Pacific to Reorganized Debtors totaled \$81,842.00.
2. In its Administrative Expense Claim Request dated July 1, 2009, Union Pacific filed a Proof of Claim in the amount of \$81,842.00 pursuant to the Notice of Bar Date for Filing Proofs of Administrative Claims dated June 16, 2009.
3. Union Pacific’s Claim is entitled to administrative expense priority status pursuant to 11 U.S.C. §503 as actual and necessary expenses of the Reorganized Debtors’ estate. The services provided by Union Pacific were critical and vital to the interstate and international rail transportation of these rail shipments. Exporting these auto parts and/or other items to Mexico clearly permitted Reorganized Debtors to continue its business operations and preserve the estate.
4. As Union Pacific’s Claim specified, the Reorganized Debtor’s incurred the obligations to Union Pacific after the petition date of October 8, 2005 and before June 1, 2009, and such obligations

were due and payable as of July 15, 2009. The specific services are more enumerated in the Affidavit of Michael A. Francis dated February 16, 2010 ("Francis Affidavit") attached hereto as Exhibit 1. Francis Affidavit, ¶ 10 and Exhibit A thereto. The total amount of Union Pacific's Claim totaled \$81,842.00.¹

Reorganized Debtors' Objection to Union Pacific's Claim

5. In its Objection dated January 22, 2010, Reorganized Debtors categorized Union Pacific's Claim in its "Books and Records Claims" category. Objection at Section D, ¶¶ 20-23, pp. 9-10. It is on this basis that the Reorganized Debtors seek to expunge Union Pacific's Claim. See, Objection, Schedule B, p. 55.
6. Reorganized Debtors claim in the Objection relating to "Books and Records Claims" that "certain Claims filed against the Debtors assert liabilities or dollar amounts that are not owing pursuant to Reorganized Debtors' books and records, in most cases because such Administrative Claims have been satisfied in the ordinary course of business... Accordingly, the Reorganized Debtors believe that the parties asserting Books and Records Claims are not creditors of the Debtors."
7. There is no specific allegation that the services were not provided by Union Pacific or contesting the validity of Union Pacific's Claim. To the extent that this is contested in the future, any claims will be addressed at that time.

Union Pacific's Response

8. Union Pacific's Claim was properly executed and filed. This timely and proper claim constitutes prima facie evidence that the Claim and the amount set forth therein are valid according to the applicable rules.

1 Some of the underlying documentation may contain some confidential information. In accordance with the Notice of Objection to Claim and further to undersigned counsel's telephone discussion on February 16, 2010 with Louis Chiappetta, counsel for Reorganized Debtor, a complete copy of the underlying data and documentation containing approximately 120 pages was provided electronically on February 16, 2010 to Attorney Chiappetta.

9. It is incumbent upon the Reorganized Debtors, the objecting party, to present evidence refuting the allegations contained in Union Pacific's Claim and to support its contention that this specific claim has been "satisfied in the ordinary course of business". In the instant situation, no evidence has been produced by Reorganized Debtors showing that Union Pacific's Claim has been paid in whole or in part.
10. In fact, the books and records of Union Pacific reflect and reiterate that the Reorganized Debtors have not paid the amount specified in Union Pacific's Claim. Francis Affidavit, ¶¶ 12-14.
11. The Francis Affidavit and Exhibit A thereto unequivocally demonstrates that the \$81,842 set forth in Union Pacific's Claim were for transportation and accessorial services provided to Reorganized Debtors between October 8, 2005 and June 1, 2009, that Union Pacific's Claim has not been paid in whole or in part, and that as of February 11, 2010, the sum of \$81,842.00 is outstanding and is due and owing to Union Pacific. Francis Affidavit, ¶¶ 6-7 and 12-14.
12. The Reorganized Debtors have failed to rebut the presumptive validity of Union Pacific's Claim and its Objection should be overruled with respect to this Claim.
13. In support of its Response, Union Pacific relies upon its Administrative Expense Claim Request, the Francis Affidavit attached hereto as Exhibit 1 and Exhibit A thereto, and the data and documentation provided to Attorney Louis Chiappetta on February 16, 2010 by undersigned counsel. Replies to this Response should be served upon:

Ilene J. Feldman, Esq.
Counsel for Union Pacific Railroad Company
325 Reef Road, Suite 105
P.O. Box 1639
Fairfield, CT 06825
14. In the event that the Reorganized Debtors seek to respond to this Response or further supplement its Objection, Union Pacific reserves the right to supplement its Response and/or otherwise present evidence.

WHEREFORE, UNION PACIFIC respectfully requests that this Court enter an Order: (1) overruling the instant Objection as to Union Pacific, and (2) finding that Union Pacific's Claim in the amount of \$81,842.00 is a valid administrative expense.

Dated: February 17, 2010

By /s/ Ilene J. Feldman

Ilene J. Feldman, Esq. (IF1045)
ILENE J. FELDMAN, ESQ., LLC
 325 Reef Road, Suite 105
 P.O. Box 1639
 Fairfield, CT 06825
 (203) 254-2277 (phone)
 (203) 256-3333 (fax)
 Email: collinsfeldman@aol.com

Attorneys for UNION PACIFIC RAILROAD
COMPANY

EXHIBIT 1
(Affidavit of Michael H. Francis)

ILENE J. FELDMAN, ESQ., LLC
Ilene J. Feldman (IF1045)
325 Reef Road, Suite 105
P.O. Box 1639
Fairfield, CT 06825
(203) 254.2277 (phone)
(203) 256.3333 (fax)
collinsfeldman@aol.com

Attorney for Union Pacific Railroad Company

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u>	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors,	:	(Jointly Administered)
	:	
-----X	:	

AFFIDAVIT OF MICHAEL H. FRANCIS IN SUPPORT OF
UNION PACIFIC RAILROAD COMPANY'S RESPONSE TO
REORGANIZED DEBTORS' FORTY-THIRD OMNIBUS OBJECTION

I, Michael H. Francis, hereby declare as follows:

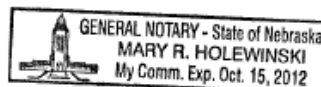
1. I am over the age of eighteen (18) and believe in the obligation of an oath.
2. I have personal knowledge of each and every fact stated herein and I am competent to testify as to each fact set forth herein if called as a witness at trial.
3. I am employed by Union Pacific Railroad Company ("Union Pacific") as Team Leader – Billing Services. My office is located at 1400 Douglas Street, Omaha, Nebraska. I have been employed by Union Pacific or its predecessor railroad since 1976.
4. As Team Leader – Billing Services, I am responsible for billing and collection of transportation and accessorial transportation charges.
5. I have personal knowledge of the facts set forth herein based upon my review of the books and records of Union Pacific kept in the ordinary course of business and my handling of the outstanding charges for which the Reorganized Debtors and all of the underlying Delphi debtor companies (hereinafter collectively referred to as the "Reorganized Debtors") are responsible.

6. The Administrative Expense Claim Request dated July 1, 2009 filed by Union Pacific ("Union Pacific's Administrative Claim") was based upon transportation and accessorial transportation services provided by Union Pacific to the Reorganized Debtors.
7. From October 8, 2005 through June 1, 2009, Union Pacific provided rail transportation and/or accessorial services to railcars containing auto parts and/or other items being transported from various points in the United States to Reorganized Debtors' facilities in Mexico.
8. Reorganized Debtors agreed to the scope of transportation and accessorial services provided by Union Pacific.
9. Reorganized Debtors were billed for the transportation and accessorial transportation services, including but not limited to freight, demurrage, switching, special switching, despacho previo and diversion services.
10. A copy of Union Pacific's Excel spreadsheet summarizing the specific bills and the services provided which sets forth the basis for Union Pacific's Administrative Claim is attached hereto as Exhibit A.
11. There is a mandatory procedure for disputing bills. No proper written dispute was ever asserted by Reorganized Debtor for any of the bills forming the basis of Union Pacific's Administrative Claim or contesting the nature or extent of the services therein.
12. Union Pacific's Administrative Claim in the amount of \$81,842.00 has not been paid in whole or in part as of the date hereof.
13. Contrary to Reorganized Debtors assertions, none of the bills which are the basis of Union Pacific's Administrative Claim have been satisfied in the ordinary course of business.
14. As of February 11, 2010, the sum of \$81,842.00 is outstanding and due and owing to Union Pacific for Union Pacific's Administrative Claim.

Executed on February 16, 2010 at Omaha, Nebraska.


Michael H. Francis

Sworn to and subscribed to before me
this 16th day of February, 2010



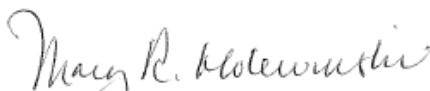

Notary Public
My commission expires:

EXHIBIT A

Delphi Corporation parents 507784 open at 6/26/09

Acct No.	Account Billing Name	FRT Bill#	Sent Date	IMT	NBR	WB#	WB Date	Commodity Code (STCC)	Bill of Lading	Bill Amt	Payment	Open Amt	Movement Origin	Movement Destination	Extra Service Type
16804 DELPHI INTERIOR SYSTEMS		233071949	5/28/2009 NCIX		102	883932	1/29/2008	2821140	401177330	\$3,977.00	\$0.00	\$3,977.00	MONACA PA	MATAMOROS TX	FREIGHT
141845 DELPHI INTERIOR SYSTEMS		107494	8/11/2006 NCIX		1	107494	6/28/2006	2821140		\$950.00	\$0.00	\$950.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		110719	1/31/2007 NCIX		1859	110719	1/19/2007	2821140		\$575.00	\$0.00	\$575.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		111189	2/23/2007 NCIX		58096	111189	2/8/2007	2821140		\$1,175.00	\$0.00	\$1,175.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		111831	3/29/2007 NCIX		1866	111831	3/20/2007	2821140		\$225.00	\$0.00	\$225.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		113174	5/22/2007 NAHX		581279	113174	5/2/2007	2821140		\$1,975.00	\$0.00	\$1,975.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		113353	6/11/2007 NCIX		58088	113353	5/22/2007	2821140		\$1,975.00	\$0.00	\$1,975.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		114265	8/15/2007 NAHX		581180	114265	7/30/2007	2821140		\$1,975.00	\$0.00	\$1,975.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		114808	9/17/2007 NCIX		1859	114808	8/31/2007	2821140		\$975.00	\$0.00	\$975.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		115009	10/4/2007 NCIX		1795	115009	9/20/2007	2821140		\$375.00	\$0.00	\$375.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		115739	11/21/2007 UTCX		46358	115739	11/2/2007	2821140		\$1,375.00	\$0.00	\$1,375.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		229617705	2/6/2008 NCIX		1866	183625	12/31/2007	2821140		\$5,775.00	\$0.00	\$5,775.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		229813141	2/19/2008 NCIX		102	185100	1/29/2007	2821140		\$2,175.00	\$0.00	\$2,175.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		230284494	3/13/2008 NCIX		1374	188314	3/3/2008	2821140		\$2,175.00	\$0.00	\$2,175.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		230262120	3/22/2008 NCIX		1374	188159	3/3/2008	2821140		\$200.00	\$0.00	\$200.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
141845 DELPHI INTERIOR SYSTEMS		232640030	7/23/2008 NAHX		570341	106880	6/19/2008	2821140		\$5,175.00	\$0.00	\$5,175.00	BROWNSVILLE TX	BROWNSVILLE TX	DEMURRAGE
158540 DELPHI T & I		222606077	2/1/2007 SP		615523	772715	1/29/2007	4211299 N/S		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		222606042	2/1/2007 NYC		243910	772721	1/29/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		222606041	2/1/2007 NYC		239985	772718	1/29/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		222605858	2/1/2007 CSXT		180072	772719	1/29/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		222778764	2/9/2007 WP		86109	773465	2/6/2007	4211299 N/S		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		222755882	2/9/2007 MP		271732	773466	2/6/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		222778763	2/9/2007 WP		86098	773531	2/7/2007	4211299 N/S		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		222778656	2/9/2007 NYC		243910	773532	2/7/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		222778655	2/9/2007 NYC		239985	773534	2/7/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		222778521	2/9/2007 CSXT		180072	773533	2/7/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		224493693	5/14/2007 CNW		92253	786408	5/7/2007	4211299 NR		\$3,420.00	\$0.00	\$3,420.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		224493972	5/14/2007 MP		273220	787012	5/9/2007	4211299 NR		\$3,420.00	\$0.00	\$3,420.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		225104805	6/12/2007 UP		980427	789656	6/8/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226263447	8/13/2007 SSW		65044	794933	8/10/2007	0 NS		\$1,400.00	\$0.00	\$1,400.00	HARLINGEN TX	BROWNSVILLE TX	SPECIAL SWITCH
158540 DELPHI T & I		226313922	8/14/2007 SSW		65060	795047	8/10/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226405053	8/20/2007 UP		980407	795580	8/15/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226405052	8/20/2007 UP		980300	795571	8/15/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226405016	8/20/2007 SP		616522	795563	8/15/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226404934	8/20/2007 NYC		239952	795567	8/15/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226404933	8/20/2007 NYC		237941	795577	8/15/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226404915	8/20/2007 MP		273088	795573	8/15/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226404749	8/20/2007 CNW		92268	795582	8/15/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226499468	8/22/2007 WP		86113	797879	8/20/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226499467	8/22/2007 WP		86079	797883	8/20/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226499466	8/22/2007 WP		86042	797880	8/20/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226499408	8/22/2007 UP		980401	797877	8/20/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226499407	8/22/2007 UP		980070	797882	8/20/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226499406	8/22/2007 UP		980053	797874	8/20/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226499268	8/22/2007 MP		274509	797873	8/20/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226499267	8/22/2007 MP		273107	797875	8/20/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226499266	8/22/2007 MP		271734	797881	8/20/2007	4211299 NR		\$570.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH

Acct No.	Account Billing Name	FRT Bill#	Start Date	INIT	MBR	WB#	WB#	WB Date	Commodity	Code (STCC)	Bill of Lading	Bill Amt	Payment	Open Amt	Movement Origin	Movement Destination	Extra Service Type
158540 DELPHI T & I		226499265	8/22/2007	MP	271640	797876	8/20/2007	4211299 NR			\$570.00	\$0.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226499248	8/22/2007	GVSR	116004	797878	8/20/2007	4211299 NR			\$570.00	\$0.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		226499242	8/22/2007	GNWR	205982	797884	8/20/2007	4211299 NR			\$570.00	\$0.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		227284691	10/1/2007	UP	980300	771701	9/27/2007	4211299 NR			\$570.00	\$0.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		227447008	10/10/2007	SSW	65044	773182	10/5/2007	4211299 NR			\$570.00	\$0.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		228056698	11/12/2007	NVC	239952	775097	11/6/2007	4211299 N/A			\$570.00	\$0.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		228056662	11/12/2007	MP	271596	775096	11/6/2007	4211299 N/A			\$570.00	\$0.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		228105520	11/12/2007	MP	271734	776294	11/11/2007	4211299 NR			\$570.00	\$0.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		228246973	11/20/2007	UP	980053	778257	11/15/2007	4211299 NR			\$570.00	\$0.00	\$0.00	\$570.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		228649007	12/12/2007	SP	615506	779124	11/28/2007	4211299 NR			\$1,140.00	\$0.00	\$0.00	\$1,140.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540 DELPHI T & I		229339115	1/22/2008	UP	980407	683478	11/30/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229164327	1/14/2008	UP	980427	680769	12/11/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229164313	1/14/2008	MP	271732	680770	12/11/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229164280	1/14/2008	MP	271518	686015	12/11/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229080766	1/8/2008	SP	616522	685511	12/14/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229164293	1/14/2008	MP	980589	680335	12/15/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229164279	1/14/2008	MP	271780	680375	12/15/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229339114	1/22/2008	WP	88096	683795	12/18/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229274771	1/18/2008	UP	980314	683387	12/18/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229274767	1/18/2008	WP	980413	688877	12/18/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229080282	1/8/2008	SSW	65048	688875	12/18/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229339111	1/22/2008	MP	271719	689919	12/19/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229080765	1/8/2008	SP	616523	689920	12/19/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229080280	1/8/2008	WP	86097	686346	12/19/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229339116	1/22/2008	UP	980300	801767	12/20/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229080742	1/8/2008	SP	615506	690780	12/20/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229339119	1/22/2008	UP	980070	686156	12/29/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229339118	1/22/2008	MP	271824	686157	12/29/2007	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229462317	1/29/2008	UP	980315	692511	1/2/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229462316	1/29/2008	MP	271826	684752	1/3/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229381282	1/24/2008	MP	271773	684753	1/3/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229381259	1/24/2008	MP	273089	687022	1/3/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229461898	1/29/2008	SSW	65044	680956	1/4/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229381274	1/24/2008	UP	980313	685837	1/4/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229461896	1/29/2008	MP	273028	682078	1/6/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229461894	1/29/2008	MP	271718	682077	1/6/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229134106	1/11/2008	UP	980339	783667	1/7/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229461882	1/29/2008	MP	271762	685858	1/8/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229461873	1/29/2008	MP	271514	685857	1/8/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229461895	1/29/2008	MP	271703	683507	1/10/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229749660	2/14/2008	VP	86097	787414	2/11/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229749450	2/14/2008	GVSR	126001	787416	2/11/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229749439	2/14/2008	GNWR	206014	787413	2/11/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229749438	2/14/2008	GNWR	205960	787412	2/11/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		229749305	2/14/2008	CNV	92253	787415	2/11/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		9646	7/31/2008	MP	271826	9646	4/8/2008	3714993			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		233508550	9/10/2008	WP	86109	777230	9/3/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION
158540 DELPHI T & I		233508458	9/10/2008	UP	980313	777232	9/3/2008	4211299 NR			\$345.00	\$0.00	\$0.00	\$345.00	DAYTON OH	DAYTON OH	DIVERSION

Acct No.	Account Billing Name	FRT Bill#	Stmnt Date	INIT	NBR	WB#	WB Date	Commodity Code (STCC)	Bill of Lading Bill Amt	Payment	Open Amt	Movement Origin	Movement Destination	Extra Service Type
158540	DELPHI T & I	233508457	9/10/2008	UP	980053	777229	9/3/2008	4211299 NR	\$585.00	\$0.00	\$585.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540	DELPHI T & I	233508207	9/10/2008	MP	271732	777231	9/3/2008	4211299 NR	\$585.00	\$0.00	\$585.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540	DELPHI T & I	234070736	10/13/2008	UP	980400	780010	10/7/2008	4211299 NR	\$585.00	\$0.00	\$585.00	BROWNSVILLE TX	BROWNSVILLE TX	SWITCH
158540	DELPHI T & I	31998	11/26/2008	UP	980400	31998	10/20/2008	4211299 NR	\$330.00	\$0.00	\$330.00	BROWNSVILLE TX	MORRIS OH	NOBILL
187987	DELPHI HARRISON THERMAL P2	218620348	7/6/2006	UP	980302	709665	6/30/2006	3714993 N/S	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218620217	7/6/2006	NS	651220	709649	6/30/2006	3714993 N/S	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218620216	7/6/2006	NS	471383	709650	6/30/2006	3714993 N/S	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218620203	7/6/2006	NKCR	980024	709663	6/30/2006	3714993 N/S	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218620180	7/6/2006	MP	271717	709664	6/30/2006	3714993 N/S	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218620150	7/6/2006	GTW	127002	709651	6/30/2006	3714993 N/S	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218620006	7/6/2006	CR	221483	709648	6/30/2006	3714993 N/S	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218747864	7/13/2006	NS	469470	714725	7/10/2006	3714993 N/S	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218747670	7/13/2006	CSXT	180381	714723	7/10/2006	3714993 N/S	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218747661	7/13/2006	CR	221808	714724	7/10/2006	3714993 N/S	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218747660	7/13/2006	CR	221483	714364	7/10/2006	3714993 NA	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218727754	7/12/2006	UP	980302	713950	7/10/2006	3714993	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218727573	7/12/2006	NKCR	860024	713953	7/10/2006	3714993	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218727546	7/12/2006	MP	271717	713941	7/10/2006	3714993	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218798453	7/17/2006	CR	233725	716224	7/12/2006	3714993	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218798452	7/17/2006	CR	221765	716225	7/12/2006	3714993 N/S	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
187987	DELPHI HARRISON THERMAL P2	218798436	7/17/2006	CHTT	101113	716226	7/12/2006	3714993 N/S	\$115.00	\$0.00	\$115.00	KANSAS CITY KS	FAIRFAX KS	SWITCH
191454	DELPHI AUTOMOTIVE SYSTEMS	220441301	10/9/2006	CHTT	101264	785168	10/4/2006	2821142 NR	\$540.00	\$0.00	\$540.00	LAREDO TX	LAREDO TX	SWITCH
Total Open									\$81,842.00	\$0.00	\$81,842.00			

1. I am not a party to this action, am over the age of eighteen (18) and reside in Fairfield, Connecticut.
2. On February 17, 2010, I electronically filed **UNION PACIFIC RAILROAD COMPANY'S RESPONSE TO REORGANIZED DEBTORS' FORTY-THIRD OMNIBUS OBJECTION PURSUANT TO 11 U.S.C. 503(b) AND FED.R.BANKR.P. 3007 TO (I) EXPUNGE CERTAIN ADMINISTRATIVE EXPENSE (A) SEVERANCE CLAIMS, (B) BOOKS AND RECORDS CLAIMS, (C) DUPLICATE CLAIMS, (D) EQUITY INTERESTS, (E) PREPETITION CLAIMS, (F) INSUFFICIENTLY DOCUMENTED CLAIMS, (G) PENSION, BENEFIT, AND OPEB CLAIMS, (H) WORKERS' COMPENSATION CLAIMS, AND (I) TRANSFERRED WORKERS' COMPENSATION CLAIMS, (II) MODIFY AND ALLOW CERTAIN ADMINISTRATIVE EXPENSE SEVERANCE CLAIMS, AND (III) ALLOW CERTAIN ADMINISTRATIVE EXPENSE SEVERANCE CLAIMS** with the Clerk of the Bankruptcy Court using the CM/ECF system.
3. I served a true and correct copy of the foregoing via the United States Postal Service, First Class Mail on the following CM/ECF participants and non-participants:

John Wm. Butler, Jr., Esq.
John K. Lyons, Esq.
Joseph N Wharton, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60608

DPH Holdings Corp.
Attention: President
5725 Delphi Drive
Troy, Michigan 48098

4. A true and correct copy of the foregoing was sent via overnight mail to:

Honorable Robert D. Drain
United States Bankruptcy Judge
United States Bankruptcy Court for the Southern District of New York
The Hon. Charles L. Brieant Jr. Federal Building and Courthouse
300 Quarropas Street, Courtroom 118
White Plains, New York 10601-4140

/s/ Ilene J. Feldman
Ilene J. Feldman

Sworn to before me this
17th day of February, 2010.

/s/ Jane Fine
Notary Public
My Commission Expires: 4/30/2012